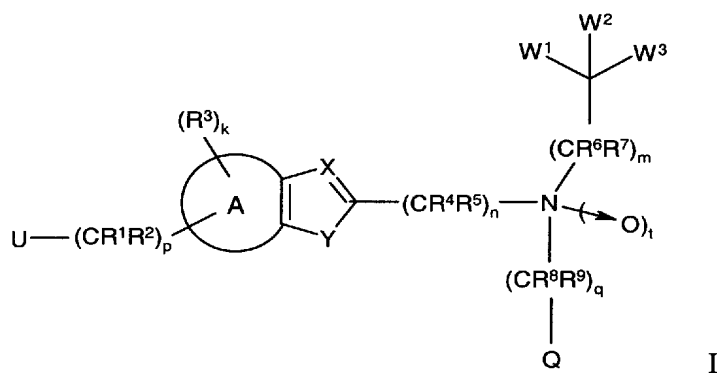


Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Previously presented): A compound of Formula I:



wherein:

X is CH or N;

Y is N(R¹⁰), O, or S, wherein t is 0 or 1 when Y is N(R¹⁰) or O, and t is 0 when Y is S;

U is selected from halo, -OR¹⁰, -NR¹⁴R¹⁵, nitro, cyano, -COOR¹⁰, -COR¹³, -OCOR¹³, -CONR¹⁴R¹⁵, -N(R¹⁴)COR¹³, -SO₃H, -SO₂NR¹⁴R¹⁵, -C(=NR¹⁷)NR¹⁴R¹⁵, -N(R¹⁴)SO₂R¹⁶, and a 5 or 6-membered heterocyclic group;

A is a phenyl fused ring moiety or a pyridyl fused ring moiety, wherein when A is a phenyl ring moiety, k is 0-3 and t is 0 or 1 and when A is a pyridyl ring moiety, k is 0-2 and t is 0;

W¹ is selected from C₃-C₈ cycloalkyl, aryl and Het, wherein said C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹⁰, -C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³, -C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹¹R¹², -C₀-C₆ alkyl-SO₂R¹⁰, -C₀-C₆ alkyl-SOR¹³, -C₀-C₆ alkyl-OCOR¹³,

-C₀-C₆ alkyl-OC(O)NR¹¹R¹², -C₀-C₆ alkyl-OC(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)OR¹³,
-C₀-C₆ alkyl-NR¹¹C(O)NR¹¹R¹², and -C₀-C₆ alkyl-NR¹¹COR¹³, where said
C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo
substituents;

W² is selected from H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl,
-C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-CO₂R¹⁰,
-C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³,
-C₀-C₆ alkyl-OCOR¹³, -C₀-C₆ alkyl-OCONR¹¹R¹², -C₀-C₆ alkyl-NR¹¹CONR¹¹R¹²,
-C₀-C₆ alkyl-NR¹¹COR¹³, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or
substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar
and Het moieties of said -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or
more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl,
C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹⁰, -C₀-C₆ alkyl-C(O)SR¹⁰,
-C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³, -C₀-C₆ alkyl-NR¹¹R¹²,
-C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹¹R¹²,
-C₀-C₆ alkyl-SO₂R¹⁰, -C₀-C₆ alkyl-SOR¹³, -C₀-C₆ alkyl-OCOR¹³,
-C₀-C₆ alkyl-OC(O)NR¹¹R¹², -C₀-C₆ alkyl-OC(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)OR¹³,
-C₀-C₆ alkyl-NR¹¹C(O)NR¹¹R¹², and -C₀-C₆ alkyl-NR¹¹COR¹³, where said
C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo
substituents;

W³ is selected from the group consisting of: H, halo, C₁-C₆ alkyl,
-C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-CO₂R¹⁰,
-C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³,
-C₀-C₆ alkyl-OCOR¹³, -C₀-C₆ alkyl-OCONR¹¹R¹², -C₀-C₆ alkyl-NR¹¹CONR¹¹R¹²,
-C₀-C₆ alkyl-NR¹¹COR¹³, -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and
-C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or
substituted by one or more halo substituents;

Q is selected from C₃-C₈ cycloalkyl, Ar and Het; wherein said
C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or

more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹⁰, -C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³, -C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹¹R¹², -C₀-C₆ alkyl-SO₂R¹⁰, -C₀-C₆ alkyl-SOR¹³, -C₀-C₆ alkyl-OCOR¹³, -C₀-C₆ alkyl-OC(O)NR¹¹R¹², -C₀-C₆ alkyl-OC(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)NR¹¹R¹², and -C₀-C₆ alkyl-NR¹¹COR¹³, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R¹ and R² are independently selected from H, halo, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-SR¹⁰, -C₁-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹ and R² together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R³ is the same or different and is independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-CO₂R¹⁰, -C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³, -C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹¹R¹², -C₀-C₆ alkyl-SO₂R¹⁰, -C₀-C₆ alkyl-SOR¹³, -C₀-C₆ alkyl-OCOR¹³, -C₀-C₆ alkyl-OC(O)NR¹¹R¹², -C₀-C₆ alkyl-OC(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)NR¹¹R¹², and -C₀-C₆ alkyl-NR¹¹COR¹³, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently selected from H, halo, C_1 - C_6 alkyl, $-C_0$ - C_6 alkyl-Het, $-C_0$ - C_6 alkyl-Ar and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl;

R^6 and R^7 are each independently selected from H, halo, C_1 - C_6 alkyl, $-C_0$ - C_6 alkyl-Het, $-C_0$ - C_6 alkyl-Ar and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl;

R^8 and R^9 are each independently selected from H, halo, C_1 - C_6 alkyl, $-C_0$ - C_6 alkyl-Het, $-C_0$ - C_6 alkyl-Ar and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl;

R^{10} is selected from H, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_6 alkyl-Ar, $-C_0$ - C_6 alkyl-Het and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl;

each R^{11} and each R^{12} are independently selected from H, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_6 alkyl-Ar, $-C_0$ - C_6 alkyl-Het and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl, or R^{11} and R^{12} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S;

R^{13} is selected from C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_6 alkyl-Ar, $-C_0$ - C_6 alkyl-Het and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl;

R^{14} and R^{15} are each independently selected from H, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_6 alkyl-Ar, $-C_0$ - C_6 alkyl-Het, $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl, $-C_0$ - C_6 alkyl-O-Ar, $-C_0$ - C_6 alkyl-O-Het, $-C_0$ - C_6 alkyl-O- C_3 - C_7 cycloalkyl, $-C_0$ - C_6 alkyl-S(O)_x- C_1 - C_6 alkyl, $-C_0$ - C_6 alkyl-S(O)_x-Ar, $-C_0$ - C_6 alkyl-S(O)_x-Het, $-C_0$ - C_6 alkyl-S(O)_x- C_3 - C_7 cycloalkyl, $-C_0$ - C_6 alkyl-NH-Ar, $-C_0$ - C_6 alkyl-NH-Het, $-C_0$ - C_6 alkyl-NH- C_3 - C_7 cycloalkyl, $-C_0$ - C_6 alkyl-N(C_1 - C_4 alkyl)-Ar, $-C_0$ - C_6 alkyl-N(C_1 - C_4 alkyl)-Het, $-C_0$ - C_6 alkyl-N(C_1 - C_4 alkyl)- C_3 - C_7 cycloalkyl, $-C_0$ - C_6 alkyl-Ar, $-C_0$ - C_6 alkyl-Het and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl, where x is 0, 1 or 2, or R^{14} and R^{15} , together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1 - C_6 alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C_1 - C_6 alkyl), -N(unsubstituted C_1 - C_6 alkyl)(unsubstituted C_1 - C_6 alkyl), unsubstituted -OC₁- C_6 alkyl, -CO₂H, -CO₂(unsubstituted C_1 - C_6 alkyl), -CONH₂, -CONH(unsubstituted C_1 - C_6 alkyl), -CON(unsubstituted C_1 - C_6 alkyl)(unsubstituted

C₁-C₆ alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₆ alkyl) and -SO₂N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl);

R¹⁶ is C₁-C₆ alkyl, -C₀-C₆ alkyl-Ar or -C₀-C₆ alkyl-Het; and

R¹⁷ is H, C₁-C₆ alkyl, -C₀-C₆ alkyl-Ar or -C₀-C₆ alkyl-Het;

or a pharmaceutically acceptable salt or solvate thereof.

2. (Original): The compound according to claim 1, wherein p is 0, 1 or 2.

3. (Original): The compound according to claim 1, wherein t is 0.

4. (Previously presented): The compound according to claim 1, wherein R¹ and R² are each H.

5. (Previously presented): The compound according to claim 1, wherein A is a phenyl fused ring.

6. (Previously presented): The compound according to claim 1, wherein k is 0.

7. (Previously presented): The compound according to claim 1, wherein U is -OR¹⁰, -COOR¹⁰, -CONR¹¹R¹² or -NR¹¹R¹².

8. (Previously presented): The compound according to claim 1, wherein U is -OH, -COOH, -CONH₂, -CON(H)CH₂-furan-2-yl, or -N(H)CH₂-furan-2-yl.

Claims 9-10 (Cancelled).

11. (Previously presented): The compound according to claim 1, wherein q is 1.

12. (Previously presented): The compound according to claim 1, wherein R^8 and R^9 are each H.

13. (Previously presented): The compound according to claim 1, wherein Q is a substituted phenyl group, containing one or two substituents selected from halo, C_1 - C_4 alkoxy; and C_1 - C_4 alkyl or Q is a 1,3-benzodioxolyl or dihydrobenzofuranyl group.

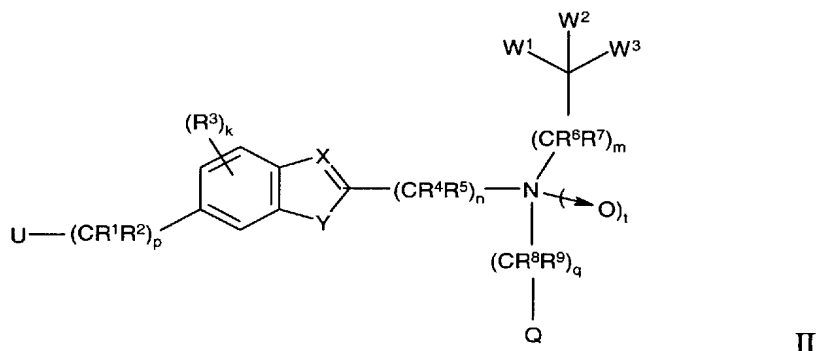
14. (Previously presented): The compound according to claim 1, wherein Q is a phenyl group substituted by one or two substituents selected from chloro, trifluoromethyl and methoxy or is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group.

15. (Previously presented): The compound according to claim 1, wherein m is 1 and R^6 and R^7 are both H.

16. (Previously presented): The compound according to claim 1, wherein W^3 is H

17. (Previously presented): The compound according to claim 1 wherein W^1 and W^2 are each unsubstituted phenyl or W^1 is unsubstituted phenyl and W^2 is methyl.

18. (Previously presented): A compound of Formula II:



wherein:

X is CH or N;

Y is O, or S;

U is selected from halo, $-OR^{10}$, $-NR^{14}R^{15}$, cyano, $-COOR^{10}$, $-OCOR^{13}$, $-CONR^{14}R^{15}$, $-N(R^{14})COR^{13}$, $-SO_2NR^{14}R^{15}$, $-C(=NH)NR^{14}R^{15}$, and a 5 or 6-membered heterocyclic group;

W^1 is selected from C_3 - C_8 cycloalkyl, aryl and Het, wherein said C_3 - C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_4 alkyl- CO_2R^{10} , $-C_0$ - C_4 alkyl- $C(O)SR^{10}$, $-C_0$ - C_4 alkyl- $CONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- COR^{13} , $-C_0$ - C_4 alkyl- $NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SR^{10} , $-C_0$ - C_4 alkyl- OR^{10} , $-C_0$ - C_4 alkyl- SO_3H , $-C_0$ - C_4 alkyl- $SO_2NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SO_2R^{10} , $-C_0$ - C_4 alkyl- SOR^{13} , $-C_0$ - C_4 alkyl- $OCOR^{13}$, $-C_0$ - C_4 alkyl- $OC(O)NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- $OC(O)OR^{13}$, $-C_0$ - C_4 alkyl- $NR^{11}C(O)OR^{13}$, $-C_0$ - C_4 alkyl- $NR^{11}C(O)NR^{11}R^{12}$, and $-C_0$ - C_4 alkyl- $NR^{11}COR^{13}$, where said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^2 is selected from H, halo, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, $-C_0$ - C_4 alkyl- $NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SR^{10} , $-C_0$ - C_4 alkyl- OR^{10} , $-C_0$ - C_4 alkyl- CO_2R^{10} , $-C_0$ - C_4 alkyl- $C(O)SR^{10}$, $-C_0$ - C_4 alkyl- $CONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- COR^{13} , $-C_0$ - C_4 alkyl- $OCOR^{13}$, $-C_0$ - C_4 alkyl- $OCONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- $NR^{11}CONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- $NR^{11}COR^{13}$, $-C_0$ - C_4 alkyl-Het, $-C_0$ - C_4 alkyl-Ar and $-C_0$ - C_4 alkyl- C_3 - C_7 cycloalkyl, wherein said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C_3 - C_7 cycloalkyl, Ar and Het moieties of said $-C_0$ - C_4 alkyl-Het, $-C_0$ - C_4 alkyl-Ar and $-C_0$ - C_4 alkyl- C_3 - C_7 cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_4 alkyl- CO_2R^{10} , $-C_0$ - C_4 alkyl- $C(O)SR^{10}$, $-C_0$ - C_4 alkyl- $CONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- COR^{13} , $-C_0$ - C_4 alkyl- $NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SR^{10} , $-C_0$ - C_4 alkyl- OR^{10} , $-C_0$ - C_4 alkyl- SO_3H , $-C_0$ - C_4 alkyl- $SO_2NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SO_2R^{10} , $-C_0$ - C_4 alkyl- SOR^{13} , $-C_0$ - C_4 alkyl- $OCOR^{13}$, $-C_0$ - C_4 alkyl- $OC(O)NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- $OC(O)OR^{13}$, $-C_0$ - C_4 alkyl- $NR^{11}C(O)OR^{13}$,

-C₀-C₄ alkyl-NR¹¹C(O)NR¹¹R¹², and -C₀-C₄ alkyl-NR¹¹COR¹³, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W³ is selected from the group consisting of: H, halo, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹¹R¹², -C₀-C₄ alkyl-SR¹⁰, -C₀-C₄ alkyl-OR¹⁰, -C₀-C₄ alkyl-CO₂R¹⁰, -C₀-C₄ alkyl-C(O)SR¹⁰, -C₀-C₄ alkyl-CONR¹¹R¹², -C₀-C₄ alkyl-COR¹³, -C₀-C₄ alkyl-OCOR¹³, -C₀-C₄ alkyl-OCONR¹¹R¹², -C₀-C₄ alkyl-NR¹¹CONR¹¹R¹², -C₀-C₄ alkyl-NR¹¹COR¹³, -C₀-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and -C₁-C₄ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is Ar or Het; wherein said Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹⁰, -C₀-C₄ alkyl-C(O)SR¹⁰, -C₀-C₄ alkyl-CONR¹¹R¹², -C₀-C₄ alkyl-COR¹³, -C₀-C₄ alkyl-NR¹¹R¹², -C₀-C₄ alkyl-SR¹⁰, -C₀-C₄ alkyl-OR¹⁰, -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹¹R¹², -C₀-C₄ alkyl-SO₂R¹⁰, -C₀-C₄ alkyl-SOR¹³, -C₀-C₄ alkyl-OCOR¹³, -C₀-C₄ alkyl-OC(O)NR¹¹R¹², -C₀-C₄ alkyl-OC(O)OR¹³, -C₀-C₄ alkyl-NR¹¹C(O)OR¹³, -C₀-C₄ alkyl-NR¹¹C(O)NR¹¹R¹², and -C₀-C₄ alkyl-NR¹¹COR¹³, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

n is 2;

m is 0 or 1;

q is 0 or 1;

t is 0;

each R¹ and R² are independently selected from H, fluoro, C₁-C₆ alkyl, -C₀-C₄ alkyl-OR¹⁰, -C₀-C₄ alkyl-SR¹⁰, -C₁-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and -C₁-C₄ alkyl-C₃-C₇ cycloalkyl, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R³ is the same or different and is independently selected from halo, cyano, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹¹R¹², -C₀-C₄ alkyl-OR¹⁰,

-C₀-C₄ alkyl-SO₂NR¹¹R¹², and -C₀-C₄ alkyl-CO₂H, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R⁴ and R⁵ is independently selected from H, fluoro and C₁-C₆ alkyl;

R⁶ and R⁷ are each independently selected from H, fluoro and C₁-C₆ alkyl;

R⁸ and R⁹ are each independently selected from H, fluoro and C₁-C₆ alkyl;

R¹⁰ is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;

each R¹¹ and each R¹² are independently selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, or R¹¹ and R¹² together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S;

R¹³ is selected from C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;

R¹⁴ and R¹⁵ are each independently selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het, -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, -C₀-C₄ alkyl-O-Ar, -C₀-C₄ alkyl-O-Het, -C₀-C₄ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₄ alkyl-S(O)_x-C₁-C₆ alkyl, -C₀-C₄ alkyl-S(O)_x-Ar, -C₀-C₄ alkyl-S(O)_x-Het, -C₀-C₄ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₄ alkyl-NH-Ar, -C₀-C₄ alkyl-NH-Het, -C₀-C₄ alkyl-NH-C₃-C₇ cycloalkyl, -C₀-C₄ alkyl-N(C₁-C₄ alkyl)-Ar, -C₀-C₄ alkyl-N(C₁-C₄ alkyl)-Het, -C₀-C₄ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2, or R¹⁴ and R¹⁵, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₄ alkyl), -N(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl), unsubstituted -OC₁-C₄ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₄ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₄ alkyl), -CON(unsubstituted

C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₄ alkyl) and -SO₂N(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl);
or a pharmaceutically acceptable salt or solvate thereof.

19. (Previously presented): The compound according to claim 1, wherein: R¹, R², R³, R⁴, R⁵, R⁶, R⁷, R⁸ and R⁹ are each H; U is -OR¹⁰, -COOR¹⁰, -CONR¹¹R¹² or -NR¹¹R¹²; A is a phenyl fused ring; Q is a substituted phenyl group containing one or two substituents selected from halo, C₁-C₄ alkoxy and C₁-C₄ alkyl or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; n is 2; m is 1; q is 1; k is 0; t is 0; W¹ is aryl; W² is aryl or C₁-C₄ alkyl; and W³ is H; or a pharmaceutically acceptable salt or solvate thereof.

20. (Previously presented): The compound according to claim 1, wherein R¹, R², R³, R⁴, R⁵, R⁶, R⁷, R⁸, R⁹ and W³ are each H; U is -OH, -COOH, -CONH₂, -CON(H)CH₂-furan-2-yl, -N(H)CH₂-furan-2-yl; A is a phenyl fused ring; Q is a phenyl group substituted by one or two substituents selected from chloro, trifluoromethyl and methoxy or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; n is 2; m is 1; q is 1; k is 0; t is 0; W¹ is unsubstituted phenyl; and W² is methyl or unsubstituted phenyl; or a pharmaceutically acceptable salt or solvate thereof.

21. (Currently amended): A compound selected from:
2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2,2-diphenylethyl)amino }ethyl]-5-benzofuran acetic acid,
2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino }ethyl]-5-benzofuran acetic acid,
2-[2-{ [(2,3-methylenedioxy)benzyl] (2,2-diphenylethyl)amino }ethyl]-5-benzofuran acetic acid,
2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl] (2,2-diphenylethyl)amino }ethyl]-5-benzofuran acetic acid,

2-[2-{{[4-methoxy-benzyl] (2,2-diphenylethyl)amino }ethyl]-5-benzofuran
acetic acid,

(*R*)-2-[2-{{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-
phenylethyl)amino }ethyl]-5-benzofuran acetic acid,

(*R*)-2-[2-{{[(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-
phenylethyl)amino }ethyl]-5-benzofuran acetic acid,

(*S*)-2-[2-{{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-
phenylethyl)amino }ethyl]-benzofuran acetic acid,

(*S*)-2-[2-{{[(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-
phenylethyl)amino }ethyl]-5-benzofuran acetic acid,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-
benzofuran acetic acid,

2-[2-{{[(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino }ethyl]-6-
benzofuran acetic acid,

2-[2-{{[(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino }ethyl]-6-benzofuran
acetic acid,

2-{2-[(4-methoxy-benzyl)(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran
acetic acid,

2-{2-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl-amino) ethyl]-
benzofuran-6-yl)-N-furan-2-yl methyl-acetamide,

2-{2-[(2,4-dimethoxy-benzyl)(2,2-diphenylethyl)-amino]ethyl}-benzofuran-6-
yl)-N-furan-2-yl methyl -acetamide,

2-{2-[(2-chloro-3-(trifluoromethyl)-benzyl) (2,2-diphenylethyl-amino)ethyl]-
benzofuran-6-yl)-acetamide,

2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2-phenyl-propyl)-amino]-
propyl}-benzofuran-6-yl)-acetic acid,

2-(2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl-(2,2-diphenylethyl)-amino]-
propyl}-benzofuran-6-yl)-ethanol,

2-(2-{3-[(2,4-dimethoxy)-benzyl-(2,2-diphenylethyl)-amino]-propyl}-
benzofuran-6-yl)-ethanol,

2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-((*R*)-2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-((*S*)-2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(6-{2-[(furan-2-ylmethyl)-amino]-ethyl-benzofuran-2-yl)-propyl]-amine,

~~and a stereoisomer, a stereoisomeric mixture or racemate thereof~~ and a pharmaceutically acceptable salt or solvate thereof.

22. (Currently amended): The compound according to claim 21, selected from:

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino }ethyl]-5-benzofuran acetic acid,

(*R*)-2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino }ethyl]-5-benzofuran acetic acid,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid,

2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino }ethyl]-6-benzofuran acetic acid,

~~and a stereoisomer, a stereoisomeric mixture or racemate thereof~~ and a pharmaceutically acceptable salt or solvate thereof.

23. (Previously presented): A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier or diluent.

Claims 24-26. (Cancelled).

27. (Previously presented) A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically

effective amount of a compound according to claim 1, wherein said LXR mediated disease or condition is atherosclerosis.

28. (Previously presented): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound according to claim 1, wherein said LXR mediated disease or condition is inflammation.

29. (Previously presented): A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to claim 1.

30. (Previously presented): A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to claim 1.

Claims 31-38 (Cancelled).

39. (Currently amended): A compound selected from the group:

2-[2-[(2,2-diphenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,
2-[2-[[2-chloro-3-(trifluoromethyl)benzyl-(2,2-diphenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino }ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino }ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl] (2,2-diphenylethyl)amino }ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{ [4-methoxy-benzyl] (2,2-diphenylethyl)amino }ethyl]-5-benzofuran acetic acid methyl ester,

(R)-2-[2-[(2-methyl-2-phenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

(R)-2-[2-{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(R)-2-[2-{[(2,3-dihydrobenzo[b]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(S)-2-[2-[(2-methyl-2-phenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

(S)-2-[2-{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(S)-2-[2-{[(2,3-dihydrobenzo[b]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-{2-[(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

2-[2-{[(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid methyl ester,

2-[2-{[(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid methyl ester,

2-{2-[(4-methoxy-benzyl)(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

~~and a stereoisomer, a stereoisomeric mixture or racemate thereof~~ and a pharmaceutically acceptable salt or solvate thereof.